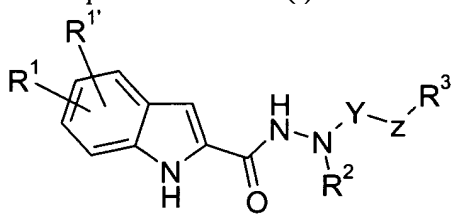
Amendments to the Claims:

The following listing of claims will replace all prior versions of claims in the application:

Listing of Claims:

Claim 1 (original): A compound of formula (I):



I

or a pharmaceutically acceptable salt thereof, wherein:

Y is -C(O)-, -$S(O)_2$-, or -C(NH)-;

Z is C_{1-4}alkylene, oxygen, -$(CH_2)_mO$-, -$O(CH_2)_m$-, -NR-, -$(CH_2)_mNR$-, -$NR(CH_2)_m$-, -$(CH_2)_mS(O)_2$-, or a bond;

m is 1, 2, 3, or 4;

R is C_{0-4}alkyl, C_{0-4}alkylaryl, or C_{0-4}alkylheoaryl;

R^1 and $R^{1'}$ are each independently, halogen, hydroxy, cyano, C_{0-4}alkyl, C_{1-4}alkoxy, fluoromethyl, difluoromethyl, trifluoromethyl, ethenyl, or ethynyl;

R^2 is C_{0-4}alkyl, $COOR^6$, COR^6, C_{1-4}alkoxyC_{1-4}alkyl–, hydroxyC_{1-4}alkyl–, cycloalkylC_{0-4}alkyl–, arylC_{0-4}alkyl–, or hetarylC_{0-4}alkyl–, wherein any of the aryl or hetaryl rings are optionally substituted with 1-2 independent halogen, cyano, C_{1-4}alkyl, C_{1-4}alkoxy, –N(C_{0-4}alkyl)(C_{0-4}alkyl), $–SO_2C_{1-4}$alkyl, $–SO_2N(C_{0-4}$alkyl)(C_{0-4}alkyl), hydroxy, fluoromethyl, difluoromethyl, or trifluoromethyl substituents;

R^3 is hydrogen, $–COOC_{0-4}$alkyl, C_{1-4}alkoxy, C_{1-4}alkyl, arylC_{1-4}alkylthio-, $–C_{0-4}$alkylaryl, $–C_{0-4}$alkylhetaryl, $–C_{0-4}$alkylcycloalkyl, or $–C_{0-4}$alkylheterocyclyl, wherein any of the rings is optionally substituted with 1-3 independent halogen, cyano, C_{1-4}alkyl, fluoromethyl, difluoromethyl, trifluoromethyl, $–C_{0-4}$alkylNHC(O)O(C_{1-4}alkyl), $–C_{0-4}$alkylNR^{7}R^8, –C(O)R^9, C_{1-4}alkoxyC_{0-4}alkyl–, $–COOC_{0-4}$alkyl, $–C_{0-4}$alkylNHC(O)R^9, $–C_{0-4}$alkylC(O)N(R^{10})$_2$, $–C_{1-4}$alkoxyC_{1-4}alkoxy, hydroxyC_{0-4}alkyl–, $–NHSO_2R^{10}$, $–SO_2(C_{1-4}$alkyl), $–SO_2NR^{11}R^{12}$, 5- to 6-membered heterocyclyl, phenylC_{0-2}alkoxy, or phenylC_{0-2}alkyl substituents, wherein phenyl is optionally substituted with 1-2 independent halogen, cyano, C_{1-4}alkyl, C_{1-4}alkoxy, –N(C_{0-4}alkyl)(C_{0-4}alkyl), $–SO_2C_{1-4}$alkyl, $–SO_2N(C_{0-4}$alkyl)(C_{0-4}alkyl), hydroxy, fluoromethyl, difluoromethyl, or trifluoromethyl substituents, or two bonds on a ring carbon of the heterocyclyl group optionally can form an oxo (=O) substituent;

or R^3 is –NR^4(–C_{0-4}alkylR^5);

R^4 is C_{0-3}alkyl, $–C_{2-3}$alkyl-NR^{7}R^8, C_{3-6}cycloalkyl optionally substituted by hydroxyC_{0-4}alkyl– further optionally substituted by hydroxy, C_{1-2}alkoxyC_{2-4}alkyl–, or C_{1-2}alkyl–S(O)$_n$–C_{2-3}alkyl–;

n is 0, 1, or 2;

R^5 is hydrogen, hydroxyC_{2-3}alkyl–, C_{1-2}alkoxyC_{0-4}alkyl–, or aryl, hetaryl, or heterocyclyl;

wherein a heterocyclic nitrogen-containing R^5 ring optionally is mono-substituted on the ring nitrogen with C_{1-4}alkyl, benzyl, benzoyl, C_{1-4}alkyl-C(O)–, -SO_2C_{1-4}alkyl, –$SO_2N(C_{0-4}$alkyl)(C_{0-4}alkyl), C_{1-4}alkoxycarbonyl, or aryl(C_{1-4}alkoxy)carbonyl; and wherein the R^5 rings are optionally mono-substituted on a ring carbon with halogen, cyano, C_{1-4}alkyl–C(O)–, C_{1-4}alkyl–SO_2–, C_{1-4}alkyl, C_{1-4}alkoxy, hydroxy, –N(C_{0-4}alkyl)(C_{0-4}alkyl), hydroxyC_{0-4}alkyl–, or C_{0-4}alkylcarbamoyl–, provided that no quaternised nitrogen is included; or two bonds on a ring carbon of the heterocycle optionally can form an oxo (=O) substituent;

R^6 is C_{1-4}alkyl, aryl, or hetaryl;

R^7 and R^8 are independently C_{0-4}alkyl, C_{3-6}cycloalkyl, or CO(C_{1-4}alkyl);

R^9 is C_{1-4}alkyl, or C_{3-6}cycloalkyl;

R^{10} is C_{0-4}alkyl, or C_{3-6}cycloalkyl; and

R^{11} and R^{12} are independently C_{0-4}alkyl or together with the nitrogen to which they are attached may form a 4- to 6-membered heterocycle;

provided there are no nitrogen-oxygen, nitrogen-nitrogen, oxygen-oxygen or nitrogen-halogen bonds in the grouping -Y-Z-R^3; and

provided that when -Y-Z- represents -C(O)-, -C(NH)-, -C(O)-C_{1-4}alkylene, -C(NH)-C_{1-4}alkylene, -C(O)-NR-, -C(NH)-NR-, -C(O)-$(CH_2)_m$NR-, or -C(NH)-$(CH_2)_m$NR-, then R^3 is not optionally substituted C_{3-10}cycloalkyl, C_{5-10}cycloalkenyl, phenyl, naphthyl, pyridyl, pyrazinyl, pyrazolyl, imidazolyl, triazolyl, thiazolyl, furanyl, thiophenyl, pyrrolyl, pyrrolidinyl, piperidinyl, indolyl, benzo[1,3]dioxol, thieno[2,3-b]pyrrolyl, or thieno[3,2-b]pyrrolyl.

Claim 2 (original): A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein Y is -C(O)- or -$S(O)_2$-.

Claims 3-14 (canceled)

Claim 15 (new): A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein Z is C_{1-4}alkylene, oxygen, -$(CH_2)_m$O-, -NR- or a bond.

Claim 16 (new): A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein Y is -C(O)-.

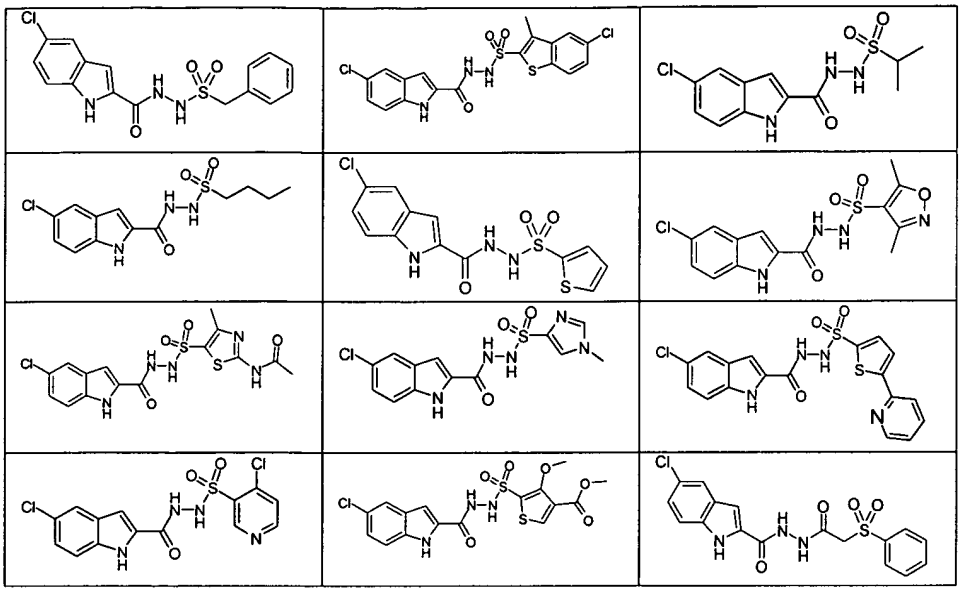
Claim 17 (new): A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein Y is -$S(O)_2$-.

Claim 18 (new): A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein R^1 and $R^{1'}$ are each independently, hydrogen or halogen.

Claim 19 (new): A compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein one of R^1 and $R^{1'}$ is hydrogen and the other is 5-chloro.

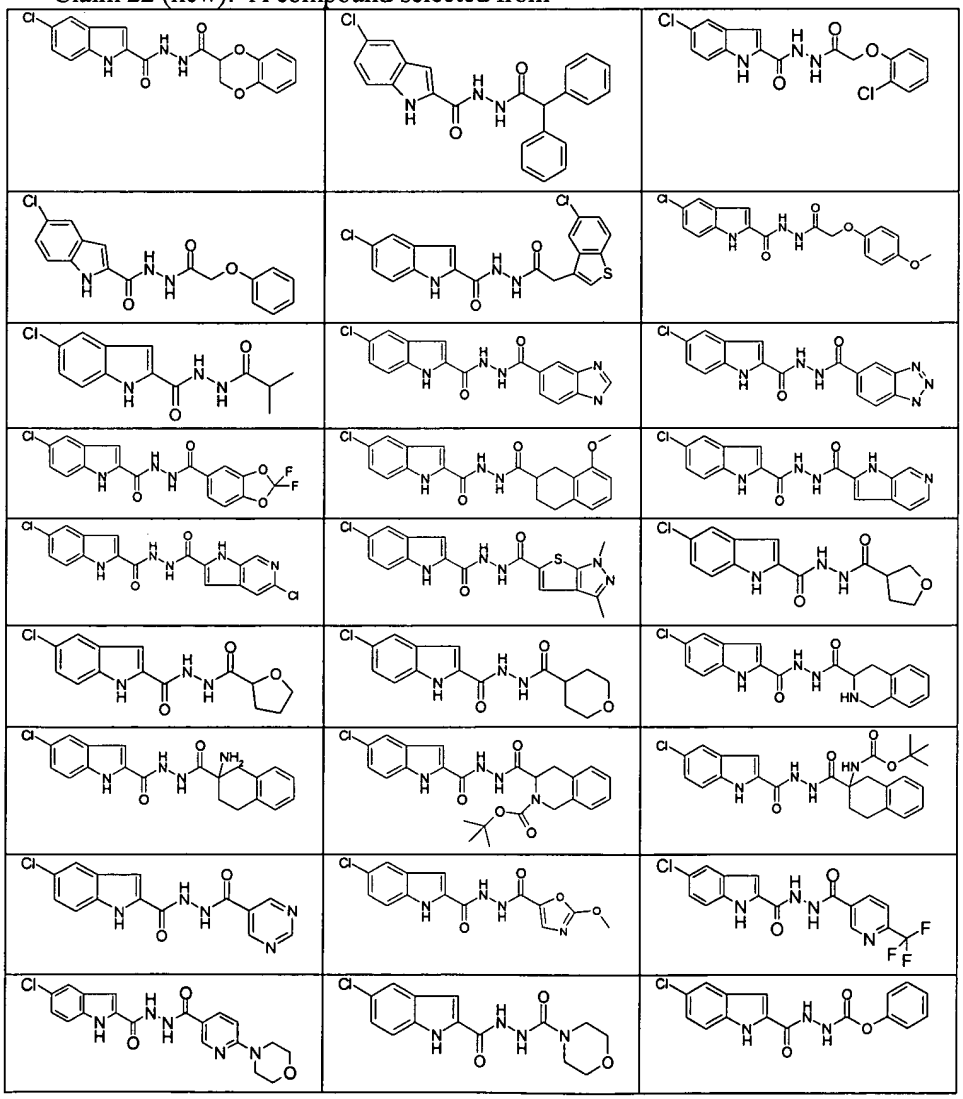
Claim 20 (new): A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein R^2 is hydrogen.

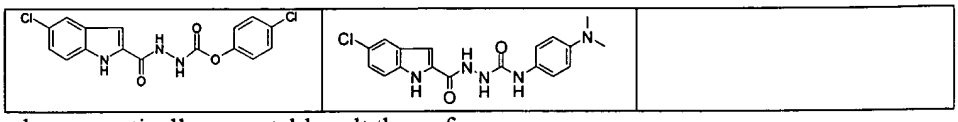
Claim 21 (new): A compound selected from



or a pharmaceutically acceptable salt thereof.

Claim 22 (new): A compound selected from





or a pharmaceutically acceptable salt thereof.

Claim 23 (new): A pharmaceutical composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

Claim 24 (new): A method for the treatment of a disease or condition in which glycogen phosphorylase plays a role comprising a step of administering to a subject in need thereof an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.

Claim 25 (new): A method for the treatment of hyperglycemia or diabetes comprising a step of administering to a subject in need thereof an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.

Claim 26 (new): A method for the prevention of diabetes in a human demonstrating pre-diabetic hyperglycemia or impaired glucose tolerance comprising a step of administering to a subject in need thereof an effective prophylactic amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.

Claim 27 (new): A method for the treatment of hypercholesterolemia, hyperinsulinemia, hyperlipidemia, hypertension, atherosclerosis or tissue ischemia, or achieving cardioprotection or inhibition of abnormal cell growth, comprising a step of administering to a subject in need thereof an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.